

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re	: Chapter 11 Case No.
	:
LEHMAN BROTHERS HOLDINGS INC., et al.,	: 08-13555 (JMP)
	:
Debtors.	: (Jointly Administered)
	:
	:
-----X	

**DECLARATION OF LUKE A. BAREFOOT IN SUPPORT OF
OBJECTION AND RESERVATION OF RIGHTS OF LVFN PARTNERS, L.P. TO
DEBTORS' PROPOSED ASSUMPTION OF CERTAIN CONTRACTS
PURSUANT TO THEIR THIRD AMENDED JOINT CHAPTER 11 PLAN**

I, Luke A. Barefoot, declare as follows pursuant to 28 U.S.C. § 1746:

1. I am a member of the bar of this Court and an associate at Cleary Gottlieb Steen & Hamilton LLP, counsel for LVFN Partners, L.P. ("LVFN"). I respectfully submit this declaration in support of the Objection and Reservation of Rights of LVFN to Debtors' Proposed Assumption of Certain Contracts Pursuant to their Third Amended Joint Chapter 11 Plan (the "Objection").

2. Annexed hereto, at the tabs indicated, are true and correct copies of the following documents referred to in the Objection:

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|------------------|---|
| Exhibit A | Amended and Restated Note Purchase Agreement, dated October 23, 2007, by and among LVFN, Lehman Brothers Inc. (" <u>LBI</u> "), Lehman Brothers Special Lending LLC (" <u>LBSL</u> "), and Relationship Funding Company, LLC (" <u>RFC</u> "), with Schedule and Annexes. |
| Exhibit B | Interest Rate Swap Transaction Confirmation, dated May 21, 2008, between LVFN and Lehman Brothers Special Financing Inc. (" <u>LBSF</u> "), bearing Lehman Global Deal ID 3724533. |
| Exhibit C | Interest Rate Swap Transaction Confirmation, dated May 21, 2008, between LVFN and LBSF, bearing Lehman Global Deal ID 3795484. |

Exhibit D Termination and Release Agreement, dated June 12, 2009, by and among LVFN, LBSF, LBSL, LBHI, and RFC.

Exhibit E Notice of Proposed Assumption of Executory Contracts and Unexpired Leases Pursuant to Debtors' Third Amended Joint Chapter 11 Plan Pursuant to Section 1121 of the Bankruptcy Code, dated October 27, 2011.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on this 10th day of November 2011 in New York, New York.



Luke A Barefoot